

MINUTES FOR ANNUAL PSG EXCO MEETING

**Turtle Bay, Hawaii
Tuesday, 7 February 2012
0900 – 1750 HAST
Pat Jodice, Chair**

ATTENDANCE

***Officers:* Pat Jodice, Kim Rivera, Tom Good, Craig Harrison, Heather Major, Ron LeValley**

***Regional Representatives:* Adrian Gall, Don Lyons, Jennifer Boyce, Iain Stenhouse (phone @ 0910-1212 HAST), Ken Morgan, Holly Freifeld, Laura Tranquilla**

***Proxies:* Josh Adams (for Hannah Nevins), Bill Sydeman (for Yutaka Watanuki), Don Lyons (for Linda Wilson), Ken Morgan (for Iain Stenhouse)**

***Ex Officio:* Vivian Mendenhall, Verena Gill (phone @ 0920 HAST)**

***Members in attendance:* Malcolm Coulter (phone @ 1308 HAST), Pat Baird, Annette Henry, Shannon Fitzgerald, Stephanie Zador, George Divoky, Martin Renner, Lora Leschner, Grant Humphries, Jennifer Wheeler, Bob Day, Doug Forsell, Michael Frey, Dave Irons, John Croxall, Catherine Smith, Bill Ritchie, Beth Flint, Lindsay Young, Jo Smith, Alan Burger, Peter Kappes, Scott Hatch, Dean Kildaw, Dan Roby**

Confirmed we have quorum

Pat Jodice called the meeting to order at 0909 HAST.

Ken Morgan moved and Don Lyons seconded to approve the meeting agenda

Yays: 16

Nays: 0

Abstentions: 0

EXCO OLD BUSINESS

- ***Approval of minutes from 2010 EXCO Meeting in Victoria, BC***

Vivian Mendenhall moved and Jennifer Boyce seconded to approve the minutes from the 2010 EXCO meeting in Victoria BC.

Yays: 16

Nays: 0

Abstentions: 0

- **Approval of minutes from EXCO Conference Call Meeting, 27 October 2011**

Iain Stenhouse joined (phone) at 0910 HAST.

Amendments:

Pacific Seabirds update: Pat Baird is not the editor but rather the associate editor (item 6, page 4)

Don Lyon moved Ken Morgan seconded to approve the amended minutes from the October 2011 EXCO conference call.

Yays: 16

Nays: 0

Abstentions: 0

OFFICER'S REPORTS

- **Report from Chair (Patrick Jodice)**

See attached report

Action Item: Add section to the handbook suggesting monthly conference calls between the chair, chair-elect, and past chair.

- **Report from Chair-elect (Kim Rivera)**

See attached report

Current registration for the 39th PSG meeting is >300 and growing. More than 200 abstracts were received, only a few have been withdrawn and this was mostly due to lack of travel funds. Thank you to everyone who was involved with this meeting, particularly Lindsay Young and LOCO.

Verena Gill joined (phone) at 0920 HAST.

- **Report from Vice-Chair for Conservation (Craig Harrison)**

See attached report

Craig Harrison proposes that we adopt a formal process for approving conservation policy correspondence, as PSG has never had a formal process. The process should be included in the handbook. This process will reflect how PSG has approached this issue over the past 15 years. There may be policy issues with strong feelings on both sides. In these cases, PSG EXCO needs to vote. If PSG remains neutral on these issues, individuals who want should write and send their own letters.

General discussion about the process currently undertaken by EXCO when approving PSG conservation policy correspondence.

Generally, a draft of the letter is sent to EXCO officers for comment. After the final letter is sent, it is posted to the website and occasionally to the listserve. Craig Harrison signs the letters but the chair's name is on the letterhead. If an issue comes up and PSG decides to remain neutral, the request to write a letter should go out to the membership so that the membership knows PSG is not going to act. These can be put on the listserve. Normally, but not always, issues are posted on the listserve prior to any action by PSG. To clarify, the recommendation is to add the process to the handbook, not to the bylaws, so that the process is clear.

Craig Harrison moved and Ron LeValley seconded to adopt the amendments to the handbook concerning the process for approving PSG conservation policy correspondence.

Yays: 16

Nays: 0

Abstentions: 0

Jo smith has written the conservation news, if she wants to continue doing this Craig Harrison is happy to work with her.

Thank you to Craig Harrison for doing all the work on these letters that are well thought out and well written. We need to let the membership know how much work Craig Harrison puts into these letters.

REPORTS PERTINENT TO HAWAII VENUE

- **Makaha Report (Catherine Smith)**

Craig Harrison and Catherine Smith drafted a demand letter to Makaha because they have not given back the deposit PSG made to have our meeting there. When they closed we were told we would get our deposit back within 30 days, this did not happen. Makaha is owned by Northwynd, they are currently not taking the position that they are not liable. Not only did we lose money from our deposit, we also demanded compensation for the loss of meeting revenue from withdrawals etc. Catherine Smith has made several calls to the CEO of Northwynd and finally had a conversation with the controller who said they are trying to refinance the Makaha property. Once they refinance they will pay everyone. Northwynd know the amount of money is significant and that it will be difficult to collect on. PSG should get legal council in Hawaii to put a lean on the property. They (Makaha/Northwynd) are currently not in bankruptcy. The best option of PSG is to try to get in line so they will have to pay us off before they can refinance or sell the Makaha property. It may be difficult to get a lawyer to take this case because the amount of money is not huge and it will cost ~\$5-10k to retain a lawyer. PSG may attempt to take action in Alberta where Northwynd is incorporated. We have now reached the limits of what can be done with stern letters etc. PSG may be able to get someone to take this case on as a contingent fee. The real question is whether we can collect \$22,000, not whether we are able to get a ruling for the money.

General discussion regarding what has been done and what PSG's next steps should be.

The intent of the letter sent on behalf of PSG was to ask for an unspecified amount so that they (Makaha/Northwynd) would be motivated to pay us the \$22,000, but it was unspecified whether just giving us that amount would get them off the hook for the rest. The amount of money is too much for small claims court, if the property is refinanced, a lean on the property would mean that they would have to pay us before getting insurance. But everything requires an action be commenced. Aggregating claims is generally good if the entity is in bankruptcy, if you don't want litigation, it is best not to do this. The amount of money the property is worth will depend on how much money the company will have to repay. It is likely there is an employees claim and this would need to be figured out before any action of PSG's. In the future we could put deposits into an escrow account, but this may be more expensive unless our meeting venue already has one, it would certainly be worth asking venues. This type of situation (venue closing and not refunding the deposit) is not something people anticipate happening. Catherine Smith doesn't mind continuing to correspond with Northwynd, but she cannot start an action for us in Hawaii. Ron LeValley would like to be cc'd on her correspondences. PSG needs to find someone on Oahu who does collection action. Another option would be to file in Canada (Calgary), which is where Northwynd are incorporated. Lindsay Young has connections in Calgary who might be able to work that angle for PSG. It appears that Northwynd actually own Makaha, or certainly control it, which is better for us. Northwynd owns other properties including Harrison Hot Springs, Cabo San Lucas, etc.

Suing them in Hawaii means we'll still have to serve them in Canada. It is not much more difficult for PSG to do this, but would be less convenient for them to be litigated in Canada. At the end of the Hawaii meeting we'll know how much money we lost. It is likely not going to change much to write another letter after the meeting as it was a stretch for us to ask for damages on behalf of members, this was done to create attention.

In the short-term PSG's best course of action is to find a collections lawyer in Hawaii and ask what the whole process would take in Hawaii. Craig Harrison and Catherine Smith will pursue this line of action, although it might be better for the chair to speak with the lawyers once they are identified.

In the long-term, the conference committee should be given all the pertinent information to decide/use an escrow account for future meetings.

Action Item: Craig Harrison and Catherine Smith to continue to pursue and identify the process for PSG to obtain a lawyer in Hawaii and commence an action against Makaha.

By the time we make a decision about how much money PSG will have to spend on lawyers etc., we will have an idea of how much money we lost/made at the Hawaii meeting.

ONGOING BUSINESS

- **Conservation Fund Report (Bob Day)**

See attached report

The Craig Harrison Conservation Fund was created in 2007 for on-the-ground actions and to help fund projects in developing countries. Projects have been funded in Fiji, Central and South America, Peru, Indonesia, etc. This year we received six proposals and funded three. One proposal from Bangladesh, could not be funded, as it is not in the Pacific, instead we helped them find other connections to funding sources.

California has changed their laws associated with charitable organizations and Amazon has stopped collecting money for California entities. Our Amazon account has generated funds, but we are not getting anything from them now (PSG's Amazon account is closed).

People whose projects are not funded are put on the listserve for free.

One of the best things the Craig Harrison Conservation Fund has done is fund projects where we did not know people were working or thinking about seabirds –this is the important part, to build numbers of people in these countries thinking and working on seabirds.

Action Item: Ron LeValley to communicate with Verena Gill concerning Amazon money.

REPORTS PERTINENT TO HAWAII VENUE

- **2012 Local Committee (Lindsay Young)**

See attached report

The two other hotels we considered when Makaha closed have also closed down. We recommend sticking to large hotels that are not so prone to closing down.

We have >300 registrations! The most for a non-combined meeting. The banquet has >100 people registered to date.

We needed 13 people to break even on the Midway trip, it is full (18 people) providing most of the profit from this meeting. PSG's price for the Midway trip is much less than if you were going with another organization.

Lindsay Young has tried to standardize meeting budgets etc. This information is available for future local chairs. The survey assessing interest ended up being almost spot-on for meeting planning, Lindsay recommends future LOCOs to use this tool.

Michelle Hester helped with the online registration system, and it has been fantastic. The money is deposited directly into PSG's PayPal account and then is transferred by the treasurer into PSG's accounts.

Supplying a registration code to update membership prior to registration was very helpful. Next year there should be a module to include membership fees in the online registration system.

Meeting costs at Turtle Bay are more than at Makaha and if we pursue Makaha we should think about individual costs for accommodation and transportation. Lindsay Young has kept all this information so we can use it in the future. Spousal guest rate (~10 people) paid this before we changed venues, these people paid for the welcome banquet that has now been eliminated. We have no way to refund these people, but we'll need to think about how to do this.

Lindsay really saved us by working so hard to find a new location and streamlining the process.

It would be appreciated if those on the Midway trip could supply some photos for the website.

The silent auction: Wyland hand painted albatross decoy!

Michelle Hester deserves thanks for her work with the online registration system.

The handbook should reflect the handing over of information between LOCOs.

*Verena Gill left the meeting at 1030 HAST.

Break at 1030 HAST

Reconvened at 1045 HAST

OFFICER'S REPORTS

- **Report from Treasurer, including Endowment Fund (Ron LeValley)**

See attached report

PSG continues to do well.

Added "PSG accounts as of" to the report to let us know what the status of our accounts are today as opposed to the end of the fiscal year. The total should be \$229,661.49 and the unallocated funds total is the same as noted in the report. PSG's second checking account will be closed soon. We do hold money for Marine Ornithology, this is in the PayPal account. We have ~\$38,000 in our general fund.

Miscellaneous donations and life membership payments all go into the endowment fund.

Long Beach meeting: we are still owed \$9,000 from the registration. Online registration will resolve this issue from now on.

Turtle Bay numbers will likely change by the end of the meeting.

Report amendment: 'allotted' means something different, should be changed to 'allocated'.

General discussion regarding contents of the Treasurer's report:

To ensure PSG can continue to operate fiscally and ensure another large loss associated with an annual meeting does not occur Ron LeValley now communicates regularly with local chairs. PSG has also formed a conference committee so that others are checking on meeting progress, the Long Beach meeting was not closely enough monitored.

PSG remains in good shape fiscally, our bottom line is going up but we do need to track ourselves overall, now and in the future. If PSG was getting to the point where we couldn't do our normal things that would be a problem and we are monitoring this.

It is better to deal with larger hotels/conference centers, like the Westin in Long Beach, but we need to be careful with our contracts. How confident are we that the Conference Committee can deal with potential issues, do we need more oversight that would go beyond board members to people who might not know seabirds but do know boards?

For the past three years we have approved \$6,000 for Marine Ornithology, but they have not asked for that money in the past few years. This is because some publication expenses are being covered outside of PSG, this may not happen in the future, so it is important to keep money for Marine Ornithology in our general fund.

Membership is at 555 members and the next Pacific Seabirds will bring us up to date. Once this is done membership will be a much easier task. Currently, membership is holding steady or growing slowly. New members from around the world joined during the World Seabird Conference and many of them have renewed. Steady or growing memberships are being seen in many of the smaller taxa/guild specific groups.

It may be worth splitting membership out of the treasurer duties. With the new online registration system the membership process is simplified and decreases the time needed for this task.

Action item: Ron LeValley to investigate whether Treasurer and Membership tasks should be split.

- **Endowment fund**

We are looking for more people to be members of the endowment fund committee, people who are familiar with investments. If you know anyone who might be interested please talk to Ron LeValley or Ken Briggs. The endowment fund was down almost \$28,000, it is back up to almost where it was two years ago. Based on the way we decided to manage the fund we look at the total money in 2004 dollars and make sure we have at least \$100,000 in there. Anything over that we can use to cover publication costs. Using this method, we don't have any money available this year and haven't gotten any proposals for publications. One topic of discussion for a future meeting is what we want to do with our endowment fund. As budgets go down we may need this fund more and more (i.e., we may get more and more proposals for publication costs). We have a statement in the handbook (pg 12), 'Funds in excess of \$30,000 will be transferred to the Endowment Fund'. Craig Harrison thinks we should strike that sentence out and update the amount of our annual operating costs from \$10,000 to \$20,000 (so that the amount in the general fund be kept at \$60,000).

- **Report from Secretary (Heather Major)**

See attached report

- **Report from Past Chair (Tom Good)**

See attached report

The 2013 meeting will be in Portland, Oregon. There are two proposals for the 2014 meeting, Juneau and Monterey. There has been some discussion about having the 2015 meeting in PSG's core because we have had some far-flung meetings in the last few years.

ONGOING BUSINESS

- **Marine Ornithology (Pat Jodice for Tony Gaston)**

See attached report

Pat Jodice thanks Tony Gaston for the thorough report and for all of his and the Associate Editors work.

Scott Hatch will no longer be filling the role as North American Editor. Marine Ornithology has moved away from the “Regional Editor” model and towards a more typical structure with an Editor-in-Chief and a list of Associate Editors. This system is already in place. There are a few new Associate Editors (see report).

Marine Ornithology is at ~230 pages/year.

Tony Gaston recommends that the PSG EXCO identify and recruit a new Editor-in-Chief as of 2013.

EXCO suggests a search committee be established to identify someone who would be a potential editor. The search committee would include: Scott Hatch, Alan Burger (agreed), other associate editors, John Cooper, and Tony Gaston

These four people should pick one more person to make a search committee of five people.

The chair (Pat Jodice) appoints: Scott Hatch, John Cooper, Tony Gaston, and Alan Burger to the Marine Ornithology Editor-in-Chief search committee and tasks them to find one more member.

Action Item: The search committee (Scott Hatch, John Cooper, Tony Gaston, and Alan Burger) will report to the Chair the ID of the fifth member and to EXCO regarding their progress finding a new Editor-in-Chief for Marine Ornithology at the next conference call. The committee will also communicate progress during the search to the PSG EXCO Chair.

Is Marine Ornithology the new World Seabird Union journal?

No, PSG co-publishes Marine Ornithology with other seabird groups, there is an agreement on payment (see report).

- **Reorganization of ornithological societies (Patrick Jodice)**

Sue Haig sent an e-mail to Pat Jodice stating that there will be a meeting with the AOU council and many others at the same time as our Hawaii members to discuss forming the Society for Ornithology. The Nuttall Society is waiting to see the structure before deciding whether to become involved; Raptor Research does not want to be members or part of the planning. The committee developing the idea of the Society for Ornithology will release a press release this weekend. Their process would be to revise their current plan, send the revised plan to AOU members and all others that are interested by the end of March. People should have five months time to consider the proposal before the NAOC meeting. The NAOC meeting will vote only on funding the new organization not dissolving the AOU.

- **Kittlitz's Murrelet Committee (Michelle Kissling)**

See attached report

The Kittlitz's Murrelet Committee did hold a symposium at the Long Beach meeting, those papers were published in Marine Ornithology last August (11 papers). They have not met as a group since September 2010. They drafted a letter about a year ago that was sent to Jeff Haskett encouraging the evaluation for listing of Kittlitz's Murrelet. This letter caused a stir among the committee members. Writing letters by a committee can be very challenging, more structure or formal process to writing letters is needed.

Michelle Kissling is stepping down as Chair of the committee but no one had stepped forward to take over the role. Within the last few days, John Piatt has stepped forward as a candidate for this position. There are strong differences of opinion within the committee, John Piatt could polarize the group but he could also pull the group together.

General discussion about whether we should appoint John Piatt as chair of the Kittlitz's Murrelet committee now or wait until the committee has a chance to discuss this amongst themselves.

Co-chairs would be productive on all committees. If there is so much conflict within this committee is it really worth them continuing?

The committee should have a chance to elect or nominate a new chair. Michelle Kissling will go back to their meeting (happening at the same time as the EXCO meeting) and report back to Pat Jodice within the next few days regarding their next steps.

Michelle should propose to the committee that John Piatt become the new chair, or a co-chair, or whether they would prefer to have no official committee. Michelle will make it clear that having co-chairs is not a Kittlitz's Murrelet specific deal but something PSG is interested in having in all committees.

Iain Stenhouse left the meeting, Ken Morgan will serve as his proxy for the rest of the meeting (1212 HAST).

Break for lunch 1215

Reconvened at 1308 (Malcolm Coulter on phone)

- **Review of PSG-WSU financial issues (Craig Harrison & Ron LeValley)**

Conflict of interest: some may have a conflict of interest, as we will be discussing a document and then a request, we do not need to get into this right now. If anyone has a concern about a conflict of interest during the discussion please bring that to our attention at that time.

The circulated document is a result of EXCO's last conference call. The purpose was to narrow down the issue and the history.

See attached document

- i. Item 1: \$60,000 in unspent revenue.**

No conflict regarding this statement.

- ii. Item 2: WSC was PSG's 38th annual meeting.**

Discussion:

There are two different interpretations about what that means (that it was a PSG meeting), what was it? According to Pat Baird's document (attached), PSG started the whole thing by forming a committee; this committee still exists today by a new name. Who's meeting it was depends on who/how the money is divided.

The way we (WSC EXCO) organized the WSC was to invite a whole bunch of other groups to join us at a meeting, the organization tree shows all WSC organizational committees under PSG. Many members understood that this was the WSC and within that we had a PSG meeting.

All PSG committees are started the same way the WSC EXCO was started (e.g., MAMU committee).

Would the WSC have suffered or changed in dynamics if it didn't have the PSG EXCO meeting within it? PSG had the infrastructure, without which the WSC would not have happened. A group of past chairs approached PSG and asked if they were interested in pursuing a WSC. They also asked for buy-in from other seabird groups. PSG has supported the WSC fully throughout. All WSC funds were administered by PSG. Registration funds were handled jointly by DeArmond Management Ltd. and PSG. DeArmond Management Ltd. was working for PSG. This is like a speciation event; the WSC needed an ancestry organization to come from (that being PSG), now there is some sibling rivalry. PSG provided essentially 100% of the infrastructure. I think it was clear to everyone that they were buying into something bigger than the PSG, perhaps this was not handled as well as it could have been.

The word 'host' may be more appropriate to describe PSG's role in the WSC as it was clear from the get-go that PSG were the hosts and were not having a PSG annual meeting. NAOC meetings are hosted by an individual society, and it is agreed that the host society is financially responsible and gets all profits. It is clear that PSG was the host. From the 2006 handbook, 'all EXCO members should attend the annual EXCO meeting, which is normally held one day before the Annual Meeting starts', this suggests the WSC was a PSG meeting.

The intention of the WSC EXCO was for the conference to be a success. We (PSG) invited all seabird groups to have their annual meetings at the WSC, in total there were three meetings (regional groups). It wasn't a PSG meeting but PSG EXCO met. As most things in life there are gray areas, it was taken for granted that PSG offered to host and pull off an international meeting and that our (WSC EXCO) job was to get each international seabird group on board. The majority of those groups contributed in kind or in cash to the same relative level as PSG. That was done with the interpretation that we were meeting as a happy family. With the backing of the seabird groups we were going to do more than raise money for travel and all the people around the world could come to the meeting, and that this wouldn't be just a conference but would achieve and set in motion legacy workshops. We were trying to deliver this product and PSG got credit for their work. No one is disputing PSG's contribution.

There was much discussion over a couple meetings where we (PSG) realized we were having two meetings in one year. The WSC was clearly a PSG meeting. It was the 38th PSG meeting.

This is semantics, PSG held its meeting in conjunction with the 1st WSC.

This matter is largely one of perspective, investing a lot of time on this doesn't seem productive. PSG proposed that meeting and PSG EXCO appointed the committee.

The NAOC is a model; the WSC is the same thing. We are not going to solve anything by trying to figure out if it was PSG's meeting, the point is what are the strings attached. There are fiscal responsibilities on a 501c3 hosting a meeting. It is risky when you collaborate, the 501c3 status cannot be given out to other groups. The question is what do we do now?

iii. Item 3: Grant obligations

Discussion:

Ron LeValley: the funds in question are called unallocated; they are funds that came in from some funding sources. It is PSG's role to spend that money. We have legal obligations to spend that money. There are people in this room who raised that money with ideas on how that money should be spent.

PSG wrote to all the major grant organizations stating we had fulfilled all grant obligations. The only money we have not said anything about are those from individual donors.

Do we have money from the \$280,000 for specific purposes left? All grant agreements that had requirements have been fulfilled. In terms of the main grants PSG had to respond to the USFWS, Packard Foundation, and an anonymous foundation. We have fulfilled all specific needs from all grants. There is money left over, what is the best way to spend that money?

David Irons: Could we restate our factual observation that we received \$280,000 and all grant obligations have been met. The facts we agree upon are that we got the money and have responded to all those that required feedback.

There are two contradictory statements: grant obligations have been fulfilled, but two of them have had little money spent. Does that negate the previous statements that all grant obligations were met?

The USFWS grant is to put on a conference, etc., what that statement (see attachment) says is that we did spend some money on databases, but the grant was exhausted. It looks like there is about \$60,000 that came in with no strings attached. This is part of the \$280,000. Some grants were very specific about how the money should be spent, others were not. To clarify, PSG received ~\$280,000 in grants, ~\$220,000 of that were for specific purposes and we have gotten back to the granting agencies. The other \$60,000 did not have strings attached.

What about the colony compilation grant from Denmark, was this done?

Ron LeValley: I don't know.

Where did the unallocated \$60,000 go?

iv. Item 4: Where did the extra \$60,000 come from?

Discussion:

You can look at this two different ways. 1) how much came from registration; and 2) how much was raised. We needed \$90,000 extra from registration to meet meeting expenses. PSG was given a GST refund (~\$23,000), this would be a refund for all GST paid by non-Canadian citizens on registration. The discussion around Item 4 is very critical as it gets at whether the funds are restricted or unrestricted. Figuring out where the money came from is the key to resolving this issue. If the money came from the International Fundraising Committee it is restricted.

Ultimately there was \$80,000 left over, PSG was given \$20,000 of that for administration and overhead. That money was included as an expense and has already been accounted for.

Where did that \$20,000 come from (grant or registration funds)? It is standard practice to charge as much as you can to the restricted accounts. We spent every dollar of the restricted funds we could, including administration. The issue is that there is still money left over and that is for some purpose.

Verena Gill in attendance (phone) at 1410 HAST.

Going back to the GST refund. Is this money due to the people who paid registration? This would be very complicated.

Amended April 23, 2012: GST refunds are not due back to individuals

The bottom line is the dollar amount is in PSG's accounts. The fiduciary requirements of our board requires us to spend this money in particular manner. There is \$60,000 that this board needs to figure out how to spend. This money (grants) came to PSG and PSG is required as a non-profit to spend those grants in the manner for which they were specified. We haven't done a good job as an EXCO fully understanding our roles as board members.

Why does PSG EXCO see themselves as anything more than guardians or holders of the money? At the Japan meeting the WSC LOCO put forward two budgets, giving options as to the level of financial risk that PSG EXCO would be comfortable holding. The WSC LOCO had a very careful contract with the conference centre, PSG EXCO voted for the 430 attendee budget, as it turns out neither budget projected a great gain, the economy was not doing well and PSG EXCO decided that the 430 budget was the best one to take. PSG EXCO voted on it and assumed risk for \$16,000 CAD. At the end of the day, PSG EXCO assumed that risk and there were a lot of gentlemen's agreements. PSG is now taking an ownership role of that money.

Much of this discussion revolves around that fact that PSG has a lot of freedom with this money. There was intent that was used to raise those funds, many of those intentions have been fulfilled. But you can't access the databases etc, so how do we spend the remaining funds? PSG will not get sued but may make a lot of people unhappy. The board has discretionary ability over the funds.

Ron LeValley: I would like to point out that Ken Morgan was the first person to donate money to the WSC.

The board of PSG has to deal with PSG's finances, this board needs to say, whatever we decided in Japan was then and the realities of the situation at present are different as many things have happened that weren't expected. The issue is becoming very polarized. Under U.S. corporate law, when money is given to PSG it becomes PSG's property and PSG is responsible to spend that money.

Where will we be dealing with the motion passed in Hakodate regarding what the money would be used for? Item 5, or we'll find a place.

v. Item 5: Contractual obligations

Yutaka Watanuki arrived at 1434 HAST

Discussion:

Why is this Item included? At one point we were told that PSG's hands were bound as to how this money needed to be spent. It was added for clarity because it came up at a conference call.

What is the different between intent and contract? Moral issues. PSG has no contractual obligations.

The WSU submitted a proposal for funds from PSG, how do we give funds to an entity or organization that doesn't legally exist?

This Item was a summary of the previous points saying all contractual obligations (i.e., grant) were met.

We cannot give money to an organization with no legal entity, in this case you can contract with an individual and a group, there were no contracts between PSG and the WSC EXCO. If EXCO said something and approved minutes saying that, it is not contractually bound to that and can change it's decision by voting. If PSG signed a contract that is a different matter. Minutes are not contractual obligations.

Are the funds unrestricted? No, they were raised for the conference. Yes, those commitments were met and those funds were spent in the appropriate ways. The International Fundraising Committee raised \$280,000 by telling people it was for the WSC. The \$60,000 that are left are from those funds. No, \$280,000 was raised and \$280,000 were spent. But there are \$60,000 left over. This is an allocation issue.

There is this paradox, we have \$60,000 left over, where do these funds come from? There are different kinds of grants and foundations. Introductions were made to some of these organizations for the purpose of raising money for the WSC. There were also grants and donations that were in a grey area. There were others who gave money for very specific purposes.

Not all has been completed. Now we finally have the financial reports. Regardless of what we said to funding agencies there are things we intended to do but have not done. Simply because we have some amount of money leftover doesn't mean we can say that we haven't completed all our obligations.

It is fair and true that there are no contractual obligations left, but there are moral obligations. We need to look at the grants we have and figure out where each went. Contracts can be verbal or written. Verbal contracts are part of the gentleman's agreements that are involved. There were verbal agreements.

We keep talking about money raised through fundraising, obviously there was income. How much came in? This is all in the report. From one of the memos there is money in and money out, you should be able to calculate income from grants and registration, and expenses.

Is this conversation revealing any information pertinent to this discussion? Our objective tasked to Ron LeValley and Craig Harrison was to sort some of this out. We are going back through this to discuss what they found and to have a public debate that is on record

so that once we got through all of the items and onto the next stage, we will have answered all these questions, or not, and have a path forward to resolve this issue.

Where these dollars came from is an issue that we keep coming back to. Allocating each dollar is going to be beyond our capabilities. Where the money came from philosophically is something we do need to explore. PSG benefited greatly from the WSC, I think there are people at this meeting because of the WSC. It is very important that we don't offend these people and the other seabird groups, and that we fulfill our obligations. The first fundraising letters that came out, outline what the fundraising was to be for. We have some obligations with respect to those goals. I think the biggest danger we have is to offend people who gave us money so that they do not give us money in the future. The money doesn't seem to come from one place, does that change where it should go? In trying to piece this together, there is this big chunk from grants and registration. One of the things you do at the end of the meeting is that you use all of the grant money. Although the letters say we did those things, there remains a piece of money, where should that money go?

Break at 1502 HAST

Reconvened at 1526 HAST

vi. Item 6: Formation of WSU

Discussion:

The WSU idea did not originate after the conference. Workshops addressing that issue were posted on the website weeks before the conference, the idea was also in the closing plenary abstract. The intent do this is well documented from before the conference happened. There is a paper trail documenting the idea of a WSU originating before the WSC. Maybe this point (the formation of the WSU) isn't entirely relevant except that saying that the WSU doesn't have any contractual obligations to the money because it didn't exist.

All these issues are relevant to who is requesting the \$60,000 from PSG, but whether the WSU exists, who they are etc. needs to be very clear for PSG to write any checks.

There is concern among some members that the WSU is forming because there was a profit from the WSC. This is a good time to describe what David Irons and John Croxall think the WSU really is and its role.

John Croxall: One of the reports is the WSUTT report and this is dealt with there. See attached report.

David Irons: The only idea here was to get the seabird groups in the world to work together and do things they can't do by themselves. This would be a co-operation among seabird groups.

Of the 17 groups that are the core representatives, most of the representatives are also members of PSG.

Do people agree with the statement in item 6? All yes.

This is a financial document (attached report), not about forming an organization and taking the profits. Craig asked what the organization would be and the response was to ask the appropriate representative. Yes, that was said but not in the context being suggested. There were three meetings at the WSC, a closed meeting of the international steering committee, an open workshop, and a closing plenary. We (WSUTT) have made every effort to be as open and transparent as possible.

What was PSG EXCO's direction to the WSC committee? To contact world seabird groups.

This type of meeting had never happened before, it evolved, PSG is the reason it evolved. If we were starting today I still don't know how we would go forward with everything. We reported back to PSG EXCO and were never told to stop. There are no arguments saying the WSC EXCO didn't do a great job. The question of whose idea was it?

Do we want to open a small discussion about seabirds.net?
Seabirds.net does not belong to the WSU. It is still under PSG's care. It is actually under a corporation in Anchorage. How did it get there? PSG EXCO never voted on that and PSG is paying for it. PSG prepaid for 5 years for seabirds.net.

Action item: Add to agenda for summer conference call regarding ownership of Seabirds.net (transfer of Seabirds.net from PSG to WSU).

According to the 2009 Japan minutes there is a motion to devote profit towards a seed fund for future WSCs and potentially other meeting products. This is a key point indicating the intent of PSG. It sounded like there was support for WSC legacy projects and this is what the International Fundraising Committee thought. The International Fundraising Committee's first purpose was to ensure that PSG would not have debt from the WSC, the second was to have a really good conference, and the third was the legacy projects. On July 2, 2010 David Irons wrote to PSG EXCO reporting back and the e-mail says that no residual money will go to PSG. This e-mail was also the first mention of the 10% that was given to EXCO for overhead. The International Fundraising Committee raised money specifically for the WSC and legacy projects.

Was there a WSU at that point, can you do these things before you get your 501c3? The WSU incorporated in January but have not heard back yet. If the intent of the WSC EXCO was as stated they should have filed back in July 2010. At the time it wasn't important to us (WSC EXCO) who was writing the checks and we were already discussing proceeding to incorporation. It took time for those structures to develop and to decide how to proceed with incorporation. We (WSC EXCO) didn't think we needed to incorporate in July 2010, nor did we want to rush to incorporation. We were trying to proceed at a pace that kept everyone happy and didn't envision any issues. In that July 2010 e-mail, PSG EXCO did not respond with a yes or a no. The WSC EXCO took that to mean PSG EXCO's answer was yes, but PSG EXCO never voted on this.

There is a list of questions on the back of the page; these are things we have already discussed. Where we go from here is to take up the request of the distribution of funds and decide how we move forward. It would be good to let people have time to digest all of the information from today before we make any decisions. Opinion seconded by Ron LeValley who proposes we reconvene in a couple days for an hour to decide how to proceed.

NEW BUSINESS

- **Request for distribution of funds by WSU: development of a process to consider the request**

Discussion tabled for at least a day.

Conversations prior to the next meeting regarding WSU issues should be a fact-finding, about possible ways to move forward, not how someone will vote.

It will be best for everyone if we can make a decision now rather than later.

If we don't make a decision there needs to be a clear mechanism, process, and timeline to do so. This is not something we should draw out over a long period of time.

There are publication issues that are time sensitive. We need to know at this meeting (Turtle Bay meeting) what is happening with those. Both are slated for publication in the next couple of months. These are the climate change symposium in Marine Ecology Progress Series and the marine spatial planning special issue at Biological Conservation. Timelines are very tight. The amount is \$10,000 (\$5,000 for each one). These are checks that PSG can write directly to the journals.

Two options for reconvening:

Thursday 5-6:30 against discussion and NPAWG meeting

Friday 4-6 against three papers fisheries interaction, foraging ecology, fun run.

Friday will not work.

Thursday 5pm, we can go up to 6:30pm in the Hawaii room. It will be announced at the start of the program

As far as this issue is concerned, we really need to take regard of the black-eye that PSG will get if we don't use those funds for something related to the WSC. It would be good to see some kind of set-up where PSG administers the money but give it to projects that are WSC projects. In the long term we will lose more money by keeping the money and saying it is for making up losses from Long Beach and Hawaii.

Verena Gill left at 1620 HAST.

- **By-laws changes**

On behalf of a member from Canada

1. Amend Article 111 (Executive Council), Section 2 (Duties) but adding the following sentence at the end of the current section 2:

“The EXCO may not vote to approve any request to spend funds unless the request has been submitted in writing to the EXCO at least 48 hours before the vote.”

Reason: The EXCO should not be asked to vote to spend funds without an appropriate period of time to a) familiarize themselves with the proposed request, b) do background research if they need to concerning any issues that arise, and c) discuss the request among themselves.

Discussion:

Bylaws need to be voted on by the EXCO and then the membership. We don't want to make it difficult for LOCOs to get money. EXCO already approves LOCO's budgets. Would we need to set an amount? Is that arbitrary? Yes, but it's just to weed out little things, this is not specifying the expenditure.

2. Amend Article VI (Fiscal Management) to add a new section 2 (and remember that current section 2 to section 3):

Section 2. Authorization of Expenditures.

“No contract (including hotel contracts) should be signed and no invoice or request for payment for \$3,000 or more shall be paid unless at least two officers approve of the contract or payment. No contract or check shall be valid unless two officers have signed the contract or check.”

Reason: Given PSG's recent financial losses, PSG should improve its internal financial controls for the payment of large sums. The \$3,000 threshold should insure that day-to-day payments will not be affected.

Discussion:

On this idea of having a second signature, this could add complications and time. Everything I (Ron LeValley) do is open and documented. I don't think this is a very important aspect.

These are both important items for EXCO to discuss. If it is okay, we should circulate the amendments and talk about them during our conference call.

Action Item: Heather Major will circulate the motions (as part of the minutes) for discussion at EXCOs mid-year conference call.

Discussion tabled until EXCO's mid-year conference call.

- **Future meeting locations (Tom Good; 2014 ongoing efforts, 2015 scoping and ideas)**

2014: Proposal from Juneau (Adrian Gall) and an informal proposal for Monterey (Josh Adams, Hannah Nevins). Part of the discussions about looking for future meeting locations has been focusing on circling around PSG's core areas as we have had many meetings in far-flung places lately. However, no matter where the meeting is located there are people who will travel long distances. The only other Alaska meeting was delayed because people thought no one would go to Alaska in the middle of the winter. In the end the Girdwood meeting was at the time our biggest meeting.

There are two options on the table

1. Juneau: can be hard to get to in the winter and can be expensive
2. Monterey: in our core area

Back in the 70s and 80s there was a resolution to come back to the core area every other year. This year we are far-flung (Hawaii), next year we are in the core (Portland), so we can go outside of the core in 2014. We should also note that the second option is not Asilomar but Monterey.

Should we be looking for locations with convention centers instead of dealing with hotel room blocks?

Even though we traditionally meet in February, this is not necessary and could be changed. It would be good to get Verena to weigh in on this conversation, as part of the attendance in Girdwood were walk-ups

from Anchorage. Meetings times should be driven by availability, not specific groups (e.g., students). Federal budgets are going to be horrible in the next couple of years, which could affect meeting attendance.

Let's continue to pursue both options at this time (Juneau and Monterey), try and get a report addressing both locations in the minutes at mid-year conference call.

2015: Semiahmoo contacted Lora Leschner about PSG having another meeting there someone else has mentioned Tacoma. Where are other organizations meeting? What about the next WSC?

- **Board training workshop at 2013 meeting (Pat Baird)**

Duties of EXCO can be really easy but some complicated issues may come up and it would be beneficial to invest in board training so that we know how to deal with these issues if/when they arise.

Pat Baird knows someone in Portland who could put on a board training workshop for EXCO before PSG's annual meeting in 2013. Another option is that the ornithological congress might do a board training webinar. If this is something we want to do, we could appoint a committee and vote on the mid-year conference call. Other boards have reference books available about duties of the board. PSG EXCO could buy some of these and lend them to new EXCO members.

The idea to do board training is good, but how do we pass on the information, we can't send every new member of EXCO to training. We can supplement training with books and when positions turnover an obligation of the leaving member would be to spend some time with the new member to introduce them to their role. Many boards give a packet to read prior to beginning a term on the board. This could be very useful.

A physical meeting would be good; this would give us the opportunity to ask how to pass on the information. Everyone on EXCO will have to come to Portland the day before the meeting and we should think about inviting people beyond the immediate EXCO. We may also consider a conference call with the new members to introduce them to the information.

I've (Vivian Mendenhall) been involved in a board training session before and it was really informative. EXCO members with training can help coach new members who do not.

It might be useful to do a half-day retreat before the EXCO meeting, and strategic goals are another add-on that we could do.

Action Item: Pat Baird and Pat Jodice to continue to look into options for board training and present that information to EXCO at the mid-year conference call.

Is there a way to facilitate training for positions?
That is the goal.

Perhaps we should think about sending every new Chair to board training, that could be beneficial. This should be put in our budget.

- **Need for professional audit of PSG (Craig Harrison, Ron LeValley)**

The most important part of this is someone who can look at our financial organization and let us know what we are doing right and wrong. The other board I (Ron LeValley) am on is currently going through an audit and we are learning a lot. This would be beneficial. PSG doesn't need a full-blown audit, but an analysis of our bookkeeping system to try and identify problems.

Action Item: Pat Baird and Ron LeValley to fact find about the particulars regarding audits.

CONTINUATION OF COMMITTEE REPORTS

- **Pacific Seabirds (Vivian Mendenhall)**

See attached report

Pacific Seabirds is getting caught up. The next issue deadline is March 20th 2012. Regional reports need to get to Vivian Mendenhall earlier than that. Several people have changed their address but not notified PSG.

A statement has been added to the information for contributors to the effect that if a topic may be controversial the editor reserves the right to invite comment or an accompanying article representing another viewpoint to be printed alongside. If the invited comment or article is not received the original will be printed without the invited one.

Regional representatives would like formalized dates for submissions that are consistent among years, this is something that could go into the handbook. A one month minimum is needed to get their submissions ready. Currently regional reports are generally due September 20th, but October 1st would be better.

Action Item: EXCO to look at Pacific Seabirds report and comment to Vivian if there are any concerns or comments.

- **2013 Local Committee (Holly Freifeld)**

See attached report

The bottom line is that the Marriott is cheaper but the Hilton is more aesthetically pleasing.

To what extent are the small differences in cost going to weigh on which venue to go with? The Hilton is just nicer and the general impression is that it is also a better option.

Is there a timeline to make the decision?

The decision should be made in the next two months and there should be a draft budget. Both venues want a confirmation by the middle of February.

Action Item: Holly Freifeld will get back to EXCO about venues and a draft budget after she gets feedback and talks with former LOCO Chairs.

There is a nascent LOCO in place and there are plenty of people to help and volunteer.

Fundraising: is there an issue with Holly fundraising given she is a federal employee? There shouldn't be because she is not getting the funds herself, the funds are going to PSG.

Is there a conjunction between symposia and fundraising? (typically this would be for publishing proceedings).

Yes, but reach out to special interest groups who might have similar views and may contribute to the meeting.

Tom Good, Craig Harrison, Kim Rivera, and Don Lyons departed at 1735, along with most of the members in attendance.

- **Election Committee (Pat Baird)**

See attached report

- **Ornithological Council**

See attached report

Ellen Paul does amazing work for us, Pat Baird would like to up our contribution to \$2/person. Discussion tabled until the mid-year conference call

- **Membership (R. LeValley)**

See attached report

- **Corresponding Membership Committee (Melanie Steinkamp)**

See attached report

Pat Jodice appoints Melanie Steinkamp as Chair of the Corresponding Membership Committee.

- **Conservation Fund Committee (Verena Gill)**

See attached report

- **Communications Committee (Verena Gill)**

See attached report

Action item: Heather Major to contact Verena Gill regarding passing on the administration of the PSG facebook group.

- **Seabird Monitoring Committee (Scott Hatch)**

See attached report

- **Xantus's Murrelet Committee (Harry Carter and Shaye Wolf)**

See attached report

- **Marbled Murrelet Technical Committee (Bill Ritchie)**

See attached report

The committee has had two meetings, one last week in Portland and one today. There were 26 members in attendance in Portland, and 15 here.

Kim Nelson is leading up a group for radar surveys at wind projects. That process is starting.

There are workload issues and a co-chair is needed.

Possible letter to be drafted for EXCO for the possible delisting of the Marbled Murrelet in British Columbia.

Approval of PSG Budget – tabled

Adrian Gall moved and Ken Morgan seconded to adjourn the meeting.

Yays: 12

Nays: 0

Abstentions: 0

Motion carried unanimously.

Meeting adjourned at 1750 HAST.

MINUTES FOR PSG EXCO MEETING

Turtle Bay, Hawaii

Thursday, 9 February, 2012

1710 – 2024 HAST

Pat Jodice, Chair

ATTENDANCE

***Officers:* Pat Jodice, Kim Rivera, Tom Good, Craig Harrison, Heather Major, Ron LeValley**

***Regional Representatives:* Adrian Gall, Don Lyons, Jennifer Boyce, Ken Morgan, Holly Freifeld, Yutaka Watanuki, Laura Tranquilla**

***Proxies:* Ken Morgan (for Iain Stenhouse), Don Lyons (for Linda Wilson), Pat Baird (for Laura Tranquilla beginning at 1830 HAST).**

***Ex Officio:* Vivian Mendenhall**

***Members in attendance:* Pat Baird, Malcolm Coulter (phone), Ken Briggs (phone), David Irons, John Croxall, Martin Renner, Heather Renner, Michelle Kappes, Peter Kappes, Bill Sydeman, Jennifer Wheeler, Grant Humphries, George Divoky, Scott Hatch, Michelle Kissling, Katie O'Reilly, Kim Nelson, Lora Leschner, Jo Smith, Dan Roby**

Confirmed we have quorum

Pat Jodice called the meeting to order at 1710 HAST.

Pat Jodice appoints John Piatt as chair of Kittlitz's Murrelet Technical Committee.

Action Item: Pat Jodice to talk to John Piatt regarding EXCO's concerns about writing a letter on behalf of the Kittlitz's Murrelet Technical Committee.

Does anyone on EXCO have a conflict of interest?

No conflicts of interest identified.

Request for \$60,000 by WSU

Are there any changes to how that request should be considered?

David Irons: We submitted what we wanted to happen, since then we have had a number of discussions and would consider an updated proposal.

We need to identify a process to move forward.

John Croxall: Looking at the various categories, my understanding was that the funds break down into a number of funds from different origins and destinations. In the mix, are a \$23,000 reimbursement from registration, \$5,000 derived from donations from individuals for specific purposes, \$5,000 from a Danish grant (restricted), \$10,000 from

SeaPOP (restricted), and \$10,000 from the Roby lab (restricted). This gives a total of \$25,000 for objectives that have not yet been met (publications, seabirds.net and databases) and ~\$30,000 that I would argue are restricted at least by intent.

The \$10,000 SeaPOP grant was for meeting expenses and the \$10,000 from the Roby lab was granted to the organizing committee to provide support for the meeting products.

We need a decision on funds for publications in the short term, that amount is \$10,000. Does the board want to consider that \$10,000? There wasn't ever any argument about how that money should be spent. We should get through with the funds that we all agree about first.

David Irons' proposal:

\$23,000 (GST refund) for the WSC going to escrow account for next WSC

\$10,000 for publications

\$10,000 for seabirds.net

The remaining \$17,000 to databases

If we are all friends and happy, than that is great and PSG can control the money.

Malcolm Coulter on phone at 1726 HAST.

Malcolm Coulter: I have been involved with PSG since its inception, we have already gone through building ourselves from nothing, a couple of hard times, a period where we talked about joint journals which came down to a vote. We are going through another dark time. If this comes down to one or two votes than it is not something we need to do. I think we need to have a plurality. Vote for a plurality/consensus. If it comes to it and there is a large amount of disagreement we should go to an independent person.

We have a proposed breakdown for the funds; do we want to consider each point individually or as an entire package?

We need to be really clear about what we are agreeing to, what is a database, etc., so that we are not in the same situation in the future.

Lets start with the items that we are very clear on.

A compromise where PSG gets something is appropriate. This could come up in debate. Lets take each section and fund it piece-by-piece, start with the most time sensitive one.

Item 1: \$10,000 for publications

Marine Ecology Progress Series: Seabirds and climate change interactions, nine papers have been accepted for publication, an additional two more papers are possible. The publication funds needed are 250 euros for open access ~\$5,000.

Biological Conservation: Marine spatial planning. This is a special issue of Biological Conservation; the cost is \$7,200 with BirdLife picking up the difference beyond \$5,000 from the WSC funds.

Discussion:

It seems that given the mandate of our endowment fund is publication this proposal does not impinge on those goals. An alternative could be to make a grant from the endowment fund and leave the \$10,000 in PSG's general fund. This will not work because there aren't available funds in the endowment fund this year. It is more appropriate to use the funds from the WSC.

Adrian Gall moved and Ken Morgan seconded that PSG writes two checks, one to Marine Ecology Progress Series and one to Biological Conservation, for up to \$5,000 each, in support of the two symposia Seabirds and Climate Change and Marine Spatial Planning that were presented at the WSC.

Yays: 14

Nays: 0

Abstentions: 1 (Pat Jodice)

Motion carried

Item 2: \$23,000 into an escrow fund

Discussion:

We need to keep \$60,000* in PSG's standard operating budget (i.e., general fund); we need to make sure we don't overspend from our general fund. We don't know what the annual operating budget is, could be \$15,000. Our current year budget is \$23,000. But this includes \$4,000 that is owed to Marine Ornithology, making our operating budget \$19,000. We may have an audit, training, and litigation expenses; going below \$60,000 in the operating budget is not a good idea. Right now we would have \$38,000 in the general fund if we put \$23,000 into an escrow fund. \$60,000 is a reasonable amount for PSG to have in their general operating fund.

*Clarification: As per PSG's handbook the equivalent of three year's of operating costs are to be kept in reserve in the general fund.

Was PSG shorted by the WSC? We should have gotten 10% of the profit (\$30,000), but Ron's salary came out of the \$30,000 PSG was given. This is in reference to the e-mail David Irons sent on July 2, 2010. That e-mail said that PSG would get \$30,000 out of which Ron would be paid. That is in the letter but EXCO did not vote on the items in that letter.

Ron's payment should not be charged to PSG.

David Irons: I wrote what I thought was fair, gave it to PSG EXCO and no one responded. I thought that was what we agreed on.

Ron's contribution was a PSG contribution, so PSG was getting funds back for our contribution and Ron's contribution needed to be recognized.

Looking at David's letter, feedback from EXCO was not asked for. But feedback should have been expected. A vote was not explicitly asked for. The letter does say, "if you have questions, get in touch with me".

Conversations regarding where the money came from are not productive, we need to figure out where to spend the money we have. Agreed.

We are talking against each other, we all have our own opinions, we are arguing about individual numbers, we need to get someone from outside. We have never been audited, we haven't done anything wrong, let's try and pull this together.

John Croxall: I am one of the people that have to leave this meeting and tell the other seabird groups that the vote from the Hakodate meeting is what should have happened. Now we are saying that despite the decisions by PSG in 2009, they are now changing their minds even though PSG's funds are doing well.

The amount of money PSG has doesn't matter, the Hakodate vote is not explicit.

It seems everyone is talking about profits, there is always an overhead, the federal government allows up to 33% for administration. Profit is calculated after dealing with overhead. From the outside, it appears that if PSG weren't in trouble from the last couple of meetings, we wouldn't be having this conversation right now.

The members of the WSUTT are in a tough position, but you have put yourself there by telling people something EXCO never said.

When this started (planning for the WSC) PSG assigned the committee, in the end we had a great conference. After that motion in Hakodate we (WSUTT) never worried the situation we are in now would come to pass but we wrote things out because of mumbblings. Some of the things written out weren't voted on, but we (WSUTT) continued in good faith that we were going to raise money and have a great conference.

You don't charge overhead to family, this is divorce. Understand there are laws that we (PSG) need to abide by because PSG is a non-profit.

It is hard to understand what was being proposed in Hakodate. We (EXCO) didn't know the profits would be \$60,000. The motion itself sort

of came out of the blue, it was a very poorly drafted, it is a thin read to put this whole discussion on that motion.

The first funding letter written for the WSC included \$150,000 for legacy projects, everyone should have been aware of our intentions, this was laid out in every letter written.

The PSG board has operated in a culture of respect, now it seems to have moved towards facts and bookkeeping because there seems to be a divergence in beliefs. If that is the case, what will it take to get you back in the relationship? Move to the next items and come back here?

There are a lot of assumptions being ascribed to the current sitting EXCO that are maybe not appropriate. Be cautious about what you are stating. We had a productive discussion a few days ago; we are trying to getting as much clarity as possible. We don't have as much in our unallocated funds as we wanted, there is money that could be split in a couple different ways. We have to make decisions about what checks we are going to write and who they are going to be written too. Let's get ahead to addressing the other amounts. We need to move ahead.

Maybe we can resolve some of these points and table others. Maybe we can phase this decision-making, not to punt or delay.

The current estimate for the Hawaii meeting, if we don't get the \$22,000 back from Makaha, is a \$1,000 loss, if we do get it back we'll have a \$21,000 profit.

Let's move onto a discussion about the proposal to fund Seabirds.net.

Have we received and allocated for PSG the \$20,000 overhead? Yes, it is in the PSG general fund.

Break at 1807 HAST

Reconvened at 1816 HAST

Item 3: \$10,000 for Seabirds.net

Grant Humphries: This \$10,000 is part of two \$5,000 contracts with Dragonfly Ltd. in New Zealand for 1) the development of personnel database and 2) the construction of an online seabird bibliography, and the interoperability between seabirds.net and databases that can be linked to the list of publications Verena Gill sends out each month.

Another idea is to have people upload their own publications; this can be incorporated and given to Verena for her listings.

Don Lyons moved and Holly Freifeld seconded that PSG fund the two contracts of up to \$5,000 each with Dragonfly Limited in Wellington NZ to perform upgrades to seabirds.net and to include but not be limited to the development of a personnel database and the construction of an online bibliography.

Yays: 14

Nays: 0

Abstentions: 1 (Pat Jodice)

Motion Carried

Item 4: \$17,000 for databases

Discussion:

Public databases are an incredible resource. The proposal to EXCO was vague and it would be good to see a detailed proposal with the persons responsible for the database, a line by line detailed budget to whom those funds would be consigned and for what purpose.

Many database projects, although may be beneficial at the time, are passed on and lost. Databases have a limited purpose and intent.

A proposal showing some kind of conservation benefit over a relatively short timeframe would be good to see for this database. If this database is for the world, perhaps the world should get to bid on its development. The database needs to be populated with data, this task should go out for bids.

To clarify there are two tasks for which we (WSUTT) are looking for funds to support: the linkage of the existing databases around the world - all the holders are up for that exercise; and populating the colony register for countries regions etc. where there are no current data available comparable to those with data existing. The funding to achieve that would be distributed in-country, to people and organizations in those locations where the information is required.

That is exactly the kind of information we (EXCO) need to know. At this point, the checks come from PSG coffers to those individuals. It would be nice to see all that laid out in a document.

If we need a document before we can entertain this proposal for this \$17,000 we need to table this discussion and move on.

Can we make sure we all agree on the process and set a timeline?

We can do something, we can set aside funds that will not be spent on other purposes and communicate to the world that we are interested in funding these projects.

What we need to see is a show of who is responsible and what is in the database, how can we track the effect of the database?

The proposition is to clarify the database, databases don't always provide results tomorrow, they need to be built first and the constituents to build them. You can't expect miracles overnight. We need to help those parts of the world that don't have databases catch up with the rest of the world.

Laura Tranquilla left the meeting @ 1830 HAST, Pat Baird is her proxy.

Should we set this decision aside for now to consider a proposal for up to \$17,000 for the development of a database with the acceptable level of detail, EXCO would consider that proposal in short order (~1-2 weeks) and convene to make a decision about that proposal. EXCO would keep the discussion amongst themselves and go back to those who wrote the proposal for any clarification and schedule another call to deal with any amendments.

The database has already been created; it just needs to be populated.

It would be best to clearly state our intentions in a motion.

Don Lyons moved and Ken Morgan seconded that PSG will entertain a detailed proposal worth up to \$17,000 for a global seabird colony register, and population trend and productivity indices; EXCO will respond in not more than 30 days of the receipt of the proposal to the parties who submitted it with either a decision or questions.

Yays: 14

Nays: 0

Abstentions: 1 (Pat Jodice)

Motion carried

Item 2 revisited: \$23,000 into an escrow fund

David Irons: I suggest we split that \$23,000 down the middle, we pay Ron's salary and WSU gets the other half for seed money.

There is a suggestion on the floor to reconsider how to handle the \$23,000. Approximately \$12,000 towards a seed account for future World Seabird Conferences, the remainder to remain in PSG's general fund.

Discussion:

This is a very generous proposal, PSG should put the full \$23,000 go into an escrow account for a second WSC.

The \$23,000 should all go into PSG's general fund.

The one part of the Hakodate motion was that profit would go towards a seed fund for WSC. At least we need a placeholder for the seed money as that was one thing we all agreed on in Hakodate. But the WSUTT have decided that seed money is less important. If they want seed money maybe they don't need all the database money. Under the circumstances, given the Hakodate motion, we have to think about a seed fund for a future World Seabird Conference.

Why does the proposal for a second WSC need to come to PSG again?
Why can't the request for money go to them (WSU)?

General comments: it will.

Are the \$23,000 in question unallocated because they are from a tax return?

No.

Just because EXCO votes for something at one meeting doesn't mean they can't change their mind with a recorded vote, unless there is a contract.

EXCO should reserve those funds because there isn't a proposal on the table for another WSC. When someone else steps up to organize one, PSG can then commit funds.

Do we or don't we want to bank against a future WSC? This isn't a lot of money especially with the split that David Irons proposed, if nothing else at this point there is a gesture.

The WSU is incorporating, there is certainly the possibility of them coming forward after incorporating with a proposal for those funds, do we need to set them aside right now? We are not saying no, but that we will entertain a motion. Yes, consider that future request as a new request.

David Irons: I would be much happier with something more solid, an escrow account until 2017 or something and move forward.

What about if the funds were put into the Craig Harrison Conservation Fund for worldwide projects in underdeveloped countries?

Craig Harrison: I am more concerned about the general fund than the conservation fund.

The one firm piece of the 2009 motion was about seed money for a next WSC. We should acknowledge that in 2009 we indicated our support for seed money for the next WSC. PSG will entertain a proposal for another WSC.

The intent of the 2009 proposal and its perception throughout the world could be different. PSG should hold the \$23,000 until the PSG general fund achieves some level of security that could be defined or sometime before the next WSC. This way the money is available to that effort and we have another two plus years to get PSG's situation back to a comfortable level.

We should cross that bridge when it happens. Let's make our intent clear and public.

It doesn't seem these funds need to be spent now, we can hold these funds, they are not needed right now.

There should be an even-handed proposal that PSG hold these funds for two or three years as an incentive to the hosts of the next WSC. If they don't deliver a proposal PSG is free to use the money as it sees fit. We need to be cautious about how we state this to the world. Perception could be that this is a money grab by PSG. EXCO would also need to overturn the motion from Hakodate.

If a meeting is viable we should consider funding it then, we need to see who is putting the meeting on and whether it will be successful before PSG should put in any amount.

There has to be a dollar amount identified.

Vagueness in our motions has gotten us to this point, we have to be more clear about our intentions. Language could be crafted in that way as long as there is some agreement. Let's think about that as we discuss options.

What are the pros and cons?

The cons are all in the general fund in part because we have funded all the other items.

What if we say PSG will commit between \$12,000 - \$23,000.

Would the future WSC be treated the same as the last one (i.e., as one of PSG's meetings)? We would be spending this amount on our meeting that year anyhow.

The WSUTT hope to hold a second WSC in an entirely different part of the world, they are not yet incorporated, PSG cannot give them money tonight. We could decide our course of action at our database proposal phone call.

It seems to be that putting the \$23,000 in the general fund with the statement that seed funding seems like a good idea. A minimum of \$12,000 is pretty low stakes.

It is imperative for PSG to say they support a second WSC and when that action comes up we will support it if we can. This is sending a bad message as it looks like a money grab. It does say PSG will support the meeting if it happens but does not specify a dollar amount. If PSG voices support that there will be some amount of funding, that amount could be anything. What about that PSG is willing to give up the money but not contribute anything more than that? Or that PSG supports the idea of a second WSC, we don't have to specify the criteria of PSG's finances. We wouldn't entertain a proposal if we didn't have funds to spend. We could say that PSG will support a second WSC to the best of our abilities.

Ron LeValley moved and Craig Harrison seconded to put \$23,000 in the general account and will support a future World Seabird Conference meeting to the best of our abilities and interest.

Point of order: no dollar figure.

Yays: 5

Nays: 9

Abstentions: 1 (Pat Jodice)

Motion not carried

Craig Harrison left the meeting, Katie O'Reilly is his proxy.

Do we want to put some part of that \$23,000 into an escrow account?

We need another motion.

We should consider adding a minimum value, which will go a long way to meeting the expectations of the world. We need to use the word 'commit'.

Adrian Gall moved and Jennifer Boyce seconded that PSG commit \$23,000 to the PSG general fund and allocate a minimum of \$12,000 as a seed fund for a future World Seabird Conference contingent on a proposal being accepted by EXCO.

Yays: 10

Nays: 3

Abstentions: 2 (Pat Jodice, Yutaka Watanuki)

Motion carried

EXCO will reconvene at the business meeting after receiving a revised budget from Ron LeValley.

Adrian Gall moved and Don Lyons seconded to adjourn the meeting.

Yays: 15

Nays: 0
Abstentions: 0
Motion Carried

Meeting adjourned at 2024 HAST.

MINUTES FOR PSG EXCO MEETING

Turtle Bay, Hawaii

Friday, 10 February, 2012

1230 – 1300 HAST

Pat Jodice, Chair

ATTENDANCE

***Officers:* Pat Jodice, Kim Rivera, Tom Good, Heather Major, Ron LeValley**

***Regional Representatives:* Adrian Gall, Don Lyons, Jennifer Boyce, Ken Morgan, Holly Freifeld, Yutaka Watanuki, Laura Tranquilla**

***Proxies:* Ken Morgan (for Iain Stenhouse), Don Lyons (for Linda Wilson), Doug Forsell (for Holly Freifeld)**

***Ex Officio:* Vivian Mendenhall**

***Members in attendance:* Pat Baird, David Irons, John Croxall**

Confirmed we have quorum,

Pat Jodice called the meeting to order at 1230 HAST.

- **Treasurer's report**

See attached report

Amendments:

Expenses:

\$37,000 for WSU products, not \$21,700.

Total from changed from \$42,625.00 to 57,925.00

As of today we are not going to lose money from this meeting even if we don't get our deposit back from Makaha.

WSC funds that are designated but not yet approved are included in the allocated funds and will stay there for now.

Ornithological Council dues: Extra \$2,000

Given all the attention that has gone towards the WSC funds this budget should be a stand-alone document and be transparent that the money is allocated but needs approval. That will be done.

Jennifer Boyce moved and Ken Morgan seconded that EXCO approves the Treasurer's budget with modifications as noted during the meeting.

Yays: 15

Nays: 0

Abstentions: 0

Motion carried unanimously.

Meeting adjourned at 1300 HAST.